

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

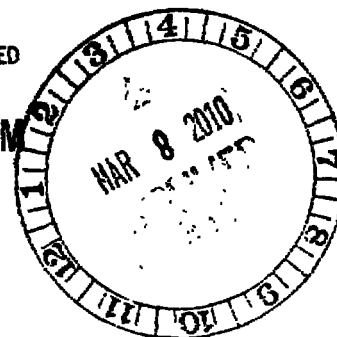
Tel 847.318.7575
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RECORDATION NO. 29128 FILED

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SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 4, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 18, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	FirstEnergy Generation Corp.
	One O'Hare Centre		341 White Pond Dr.
	6250 N River Road, Suite 5000		Akron, OH 44320
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for forty (40) 4750 cu. ft. capacity covered hopper cars, having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosure

(FIEN001)

ASSGN. NO.: FIEN001

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of January, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FirstEnergy Generation Corporation ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 15, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 29, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Name:

RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title:

By:

Janica Enolva

Name:

Janica Enolva

Title:

Manager of Documentation

Executed on this 18th day of January, 2010.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 18th day of January, 2010.

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

FIRSTENERGY GENERATION CORP.

ATTEST:

By: John C Casto
Name: John C Casto
Title: Sr. Fuel Specialist

By: Linda Turner
Name: LINDA TURNER
Title: Manager, Fuel Transportat.
Contracting & Strategy
Executed on this 8th day of January, 2010

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF SUMMIT

I, MARIE SAVULA, a Notary Public of the County and State aforesaid, certify that LINDA TURNER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of JANUARY, 2010.

Marie Savula
Notary Public

Commission Expires:

7-27-2010
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 4750 cu. ft. capacity unlined covered hopper Cars equipped with gravity outlet gates and trough hatches.

CAR NUMBERS:

FURX	821956	NDYX	475279
FURX	821960	NDYX	475329
FURX	822035	NDYX	823606
FURX	822037	NDYX	823607
FURX	822038	NDYX	823608
FURX	822043	NDYX	823609
FURX	823565	NDYX	823611
FURX	824121	NDYX	823970
FURX	824296	NDYX	823972
FURX	824687	NDYX	823977
FURX	826244	NDYX	823998
FURX	826253	NDYX	827865
FURX	827595	NDYX	827870
FURX	828568	NDYX	827871
FURX	828854	NDYX	827872
FURX	830988	NDYX	827877
FURX	832005	NDYX	827880
FURX	832183	NDYX	828182
FURX	832190	NDYX	828558
NDYX	475006	NDYX	828736